

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

AMIT MATHUR, RAJEEV JOHAR,
and ENTRUST CAPITAL MANAGEMENT, INC.

Defendants.

and

AMR REALTY, LLC

C.A. No. 05 CV 10729 MLW

MOTION TO STAY PROCEEDINGS

Plaintiff Securities and Exchange Commission (“Commission”) respectfully requests that the Court stay this action while the parties finalize the settlement of the matter. In support of its motion, Plaintiff states as follows:

1. As reported in May, 2006, Counsel for the Commission has reached an agreement in principle to settle claims in this action against all of the defendants and the relief defendant in this matter. The process to document the settlement in principle has proceeded slower than expected, but counsel believes that it will be completed within the next two weeks. During the interim period the parties have agreed to informally stay prosecution of the case. In the event that the settlement is not consummated, the parties will return to the Court to set a revised schedule

2. Under Commission practice, Commission counsel is not authorized to present the proposed Final Judgments to this Court until the Commissioners formally approve the settlement. Given the high volume of Commission business at this time, the approval process within the

Commission is likely to take approximately two months.

3. The parties will report to the Court by November 1, 2006, the status of finalizing the settlement.

Conclusion

Therefore, based on the forgoing, Plaintiff respectfully requests that the Court stay all proceedings in this matter.¹

Respectfully submitted,

/s/ R. Daniel O'Connor

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SECURITIES AND EXCHANGE

COMMISSION

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September 5, 2006

¹ Counsel for the SEC has discussed requesting a stay in this action generally with opposing counsel. Counsel for the SEC has not been able, however, to confer with opposing counsel after receiving the request from the Court this afternoon to submit this motion, but believes based on prior conversations with opposing counsel that they will support this motion. Counsel for the SEC will endeavor to confirm opposing counsels' position on the matter.